

**UNITED STATES** SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

## FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION



SEC USE ONLY								
Prefix		Serial						
DATE RECEIVED								

Name of Offering ([]] check if this is an amendment and name has changed, and indicate change.)  DIAMOND FIELDS INTERNATIONAL LTD., private placement of 9,040,000 Units to U.S. Residents at \$0.17 Per Unit
Filing Under (Check box(es) that apply): [] Rule 504 [] Rule 505 [X] Rule 506 [] Section 4(6) [] ULOE Type of Filing: [X] New Filing [] Amendment
A. BASIC IDENTIFICATION DATA
1. Enter the information requested about the issuer
Name of Issuer ([] check if this is an amendment and name has changed, and indicate change.)  DIAMOND FIELDS INTERNATIONAL LTD.
Address of Executive Offices (Number and Street, City, State, Zip Code)  Telephone Number (Including Area Code)
P.O. Box 10425, Suite 1600, 777 Dunsmuir Street (604) 682-2113
British Columbia, Canada V7Y 1K4
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if Telephone Number (Including Area Code)
different from Executive Offices)
(same as above) RECD S.E.C.
Brief Description of Business
Mining and Exploration Company NOV 9 2005
Type of Business Organization
[X] corporation [] limited partnership, already formed [] other (please specify):
[ ] business trust [ ] limited partnership, to be formed 1086
Month Year
Actual or Estimated Date of Incorporation or Organization: 0 3 1 9 9 6 [x] Actual [] Estimated
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for
State: CN for Canada; FN for other foreign jurisdiction
Federal:  Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C 77d(6).  When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchang Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.  Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.  Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.  Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.  Filing Fee: There is no federal filing fee.  State:  This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.  ATTENTION  Failure to file notice in the appropriate states will not r
not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.
A. BASIC IDENTIFICATION DATA
<ul> <li>Each promoter of the issuer, if the issuer has been organized within the past five years;</li> <li>Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;</li> <li>Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and</li> <li>Each general and managing partner of partnership issuers.</li> </ul>

Check Box(es) that Apply: [ ] Promoter [ ] Beneficial Owner [X] Executive Officer [X] Director [ ] General/Managing Partner
Full Name (Last name first, if individual)
SEDUN, Gregg
Business or Residence Address (Number and Street, City, State, Zip Code) Suite 1600, 777 Dunsmuir Street, Vancouver, British Columbia, Canada V7Y 1K4
Suite 1000, 777 Dunsmur Street, vancouver, British Columbia, Canada V/Y 1K4
Check Box(es) that Apply: [ ] Promoter [ ] Beneficial Owner [ X   Executive Officer [ ] Director [ ] General/Managing Partner
Full Name (Last name first, if individual)  HECKER, Kenneth
Business or Residence Address (Number and Street, City, State, Zip Code)
Suite 1600, 777 Dunsmuir Street, Vancouver, British Columbia, Canada V7Y 1K4
Check Box(es) that Apply: [ ] Promoter [ ] Beneficial Owner [ ] Executive Officer [X] Director [ ] General/Managing Partner
Full Name (Last name first, if individual)
YOUNG, Earl
Business or Residence Address (Number and Street, City, State, Zip Code)
4344 Livingston Avenue, Dallas, Texas 75205
Check Box(es) that Apply: [] Promoter [] Beneficial Owner [] Executive Officer [X] Director [] General/Managing Partner
Full Name (Last name first, if individual)
BAKER, Norman Roderic
Business or Residence Address (Number and Street, City, State, Zip Code)
18 Darlington Place, Bath, Somerset, England BA2 6BX
Check Box(es) that Apply: [ ] Promoter [ ] Beneficial Owner [ ] Executive Officer [ X ] Director [ ] General/Managing Partner
Full Name (Last name first, if individual)
COLLIER, John
Business or Residence Address (Number and Street, City, State, Zip Code)
Unit 2, 761 Malvern Road, Toorak, Victoria, Australia 3124
Check Box(es) that Apply: [ ] Promoter [ ] Beneficial Owner [ ] Executive Officer [ X ] Director [ ] General/Managing Partner
Full Name (Last name first, if individual)
DANIEL, Roger
Business or Residence Address (Number and Street, City, State, Zip Code)
2 The Spinnaker, Westfort Road, Hout Bay, Cape Town, South Africa 7800
Check Box(es) that Apply: [ ] Promoter [ ] Beneficial Owner [ ] Executive Officer [ X ] Director [ ] General/Managing Partner
Full Name (Last name first, if individual)
MCOUAT, JACK
Business or Residence Address (Number and Street, City, State, Zip Code)
PH 11, 3800 Yonge Street, Toronto, Ontario, Canada M4N 3P7
Check Box(es) that Apply: [] Promoter [X] Beneficial Owner [] Executive Officer [] Director [] General/Managing Partner
Full Name (Last name first, if individual)  BOULLE, Jean-Raymond
Business or Residence Address (Number and Street, City, State, Zip Code)
Seaside Plaza, Baitment C Mer 6 Avenues, Des Liqures MC-9800, Monaco, Fontvielle
Check Box(es) that Apply: [ ] Promoter [ ] Beneficial Owner [ ] Executive Officer [ ] Director [ ] General/Managing Partner
(Use blank sheet, or copy and use additional copies of this sheet as necessary)

1 Ца-41-				B. IN	<u> IFORMA</u>	TION A	BOUT O	FFERING	3			
i. mas ine i	issuer sold, c	or does the	issuer inter	nd to sell, t					2, if filing t		Yes	No
2. What is t	the minimun	n investme	nt that will	be accepte							E. []	[X] No
3. Does the	offering per	rmit joint o	wnership o	f a single ι	ınit?						[X]	ſĵ
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## C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Amount Already Aggregate Type of Security Offering Price Sold Debt..... \$0 \$0 Equity ..... \$0 \$0 [ ] Common [ ] Preferred Convertible Securities (including warrants) ..... \$0 \$0 Partnership Interests \$0 \$0 Other (Specify): Units at a price of \$0.17 per Unit. Each Unit is \$1,536,800 \$1,536,800 comprised of one common share and one transferable share purchase warrant. Each warrant entitles the holder to purchase one additional common share on or before June 2, 2008 at a price of CDN\$0.40 (US\$0.34<sup>(1)</sup>) per share. Total (US\$) ..... \$1,536,800 \$1,536,800 Answer also in Appendix, Column 3, if filing under ULOE. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who Aggregate Dollar have purchased securities and the aggregate dollar amount of their purchases on Number Amount the total lines. Enter "0" if answer is "none" or "zero." Investors Of Purchases 2 Accredited Investors ..... \$1,536,800 NIL \$ NIL Non-accredited Investors Total (for filings under Rule 504 only) N/A \$ N/A Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Dollar Amount Type of Type of offering Security Sold N/A \$ N/A Rule 505 ..... \$ N/A Regulation A ..... N/A Rule 504 ..... N/A \$ N/A \$ N/A Total ..... N/A 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. \$150 Printing and Engraving Costs ...... \$0 \$10,000 \$0 \$0 Sales Commissions (plus warrants) \$ Other Expenses (identify): State Filing Fees [X] \$250 \$10,400

(1) U.S. Dollar equivalent based on the noon buying rate in New York as at November 2, 2005, as certified by the New York Federal Reserve Bank for customs purposes, of Cdn\$1.1806: US\$1.00.

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part

This difference is the "adjusted gross proceeds to the issuer."

\$1,526,400

C - Question 4.a.

5.	Indicate below the amount of the adjusted gross proceeds t proposed to be used for each of the purposes shown. If the purpose is not known, furnish an estimate and check the be estimate. The total of the payments listed must equal the act to the issuer set forth in response to Part C - Question 4.b a		Payments to Officers, Directors, & Affiliates		Payments to Others	
	Salaries and fees			\$0	[]	_\$0
	Purchase of real estate	[]	_\$0	[]	\$0	
	Purchase, rental or leasing and installation of machine	-				
	and equipment			\$0	[]	\$0
	Construction or leasing of plant buildings and facilities		LJ	\$0	[]	\$0
	Acquisition of other businesses (including the value in this offering that may be used in exchange for the					
	another issuer pursuant to a merger)		[]	\$0	[]	\$0
	Repayment of indebtedness			\$0	[]	\$0
	Working capital			\$0	[X]	\$526,500
	Other (specify): Exploration of mineral properties		[]	\$0	[X]	\$400,000
	Other (specify): Accounts payable and outstanding					\$600,000
	Column Totals	•••••	[X]	\$0	[X]	\$1,526,400
	Total Payments Listed (column totals added).	•••••		[X] \$1,526	,400	
Rule Con	issuer has duly caused this notice to be signed by the 505, the following signature constitutes an underta numission, upon written request of its staff, the information aragraph (b)(2) of Rule 502.	king by the issuer to	furni	sh to the U.S.	Secu	rities and Exchange
Issu	er (Print or Type)	Signature			Date	;
	AMOND FIELDS INTERNATIONAL LTD.	172	/		Nov	ember 7, 2005
Nan	ne of Signer (Print or Type)	Title of Signer (Prin	nt or T	Гуре)		
GR	EGG SEDUN	CHIEF EXECU	TIVE	OFFICER A	AND	PRESIDENT
	Intentional misstatements or omissi	ATTENTION ons of fact constitute fede 18 U.S.C. 1001.)	ral crii	minal violations.		

17	CT		TT	CI		AT	<b>FURE</b>	
L.	21	А	11	21	GN.	$A_{\perp}$	LUKE	

1.	Is any party described in 17 CFR 230.252(c), (d), (e) or (f) presently subject to any of the disqualification provisions	Yes	No
	of such rule?	[]	[X]
	See Appendix, Column 5, for state response		- •

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly signed person.

Issuer (Print or Type)	Signature (	Date
DIAMOND FIELDS INTERNATIONAL LTD.	(2×1)	November 7, 2005
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
GREGG SEDUN	CHIEF EXECUTIVE OFFICER	AND PRESIDENT

Instruction

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

	,	,	2			4				
1	2		3		4	4			ification	
			Type of security		Disqualification under State ULOE					
	Intend t	o sell to	and aggregate						attach	
	non-acc		offering price		Type of in	vestor and			ation of	
	investors		offered in state		waiver granted)					
	(Part B		(Part C-Item 1)		(Part E-Item 1)					
	7		(2 m. 1 0 1 1 1 1 )		(Part C-Item 2) Number of					
			Units	Number of						
			at \$0.17 Per	Accredited		Accredited				
State	Yes	No	Unit	Investors	Amount	Investors	Amount	Yes	No	
AL				•						
AK										
AZ										
AR										
CA										
CO										
CT										
DE								<u> </u>		
DC				· ·						
FL										
GA										
HI							<del> </del>			
ID							1			
IL										
IN										
IA										
KS										
KY										
LA										
ME										
MD										
MA		X	1 040 000 Unito	One (1)	\$176 900	N/A			X	
WIA		Λ.	1,040,000 Units at \$0.17	One (1)	\$176,800	IN/A			Λ	
MI			at 50.17							
MN										
MS										
MO				<del></del>			1			
MT							<del> </del>			
NE				<del>.</del>			<u> </u>	<del> </del>		
NV										
NH							<u> </u>			
NJ					<del> </del>			<del>                                     </del>	-	
NM							<del> </del>			
NY		X	8,000,000 Units	One (1)	\$1,360,000	N/A	<del>                                     </del>	<del> </del>	X	
141		^	at \$0.17	One (1)	\$1,500,000	13/2			^	
NC			at 50.17					<del> </del>		
ND			<del>  </del>				<del> </del>	<u> </u>		
OH				<u> </u>			1	<del> </del>		
OK					1		1			
OR					-					
PA								<del> </del>		
RI					1		1	<del> </del>		
SC							+			
							<del> </del>			
SD							<del> </del>			
TN							<del> </del>			
TX										
UT					-		-			
VT							-	ļ		
VA								-		
WA					1		-			
WW		1	1			I	1	1		

## APPENDIX

1		2	3			5				
	İ							Disqual	ification	
			Type of security					under Sta	ate ULOE	
1	Intend t	o sell to	and aggregate		(if yes, attach					
	non-acc	credited	offering price		explan	ation of				
	investors	s in State	offered in state		Type of investor and Amount purchases in State					
	(Part B-	-Item 1)	(Part C-Item 1)		(Part C	-Item 2)		(Part E-Item 1)		
		,				Number of				
			Units	Number of		Non-			]	
			at \$0.17 Per	Accredited		Accredited			1	
State	Yes	No	Unit	Investors	Amount	Investors	Amount	Yes	No	
WI										
WY										
PR										

SEC 1972 (6/99) 988590.1